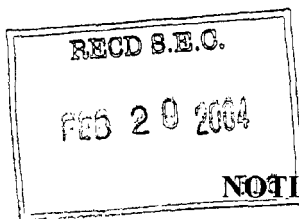




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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM TA-W

NOTICE OF WITHDRAWAL FROM REGISTRATION
AS TRANSFER AGENT

Pursuant To Section 17A of the Securities Exchange Act of 1934

Read all instructions on reverse side before preparing form. Please print or type.

OMB APPROVAL
OMB Number: 3235-0151
Expires: August 31, 2005
Estimated average burden
hours per response: .05OFFICIAL USE
FILE NO.
DOC. SEQ. NO.
EFFECTIVE DATE

PROCESS

APR 27 2004

THOMSON
FINANCIAL

1. Transfer Agent File No.: 84-6086 2. Full name of registrant: Frank Capital Partners LLC
3. Name under which transfer agent activities are conducted, if different from above:
4. Address of registrants principal place of business: No. and street 6 Stacy Ct. City Parsippany State NJ Zip Code 07054
5. Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration. See attached
6. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. Registrant never performed transfer agent functions.
Does registrant have any intention of performing in the near future a transfer agent function for any such security? No
7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.
☐ Yes ☒ No
8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.
☐ Yes ☒ No
9. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.
No successor transfer agent
10. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.
See attached
11. Furnish the address(es), if different from Item 10, where such books and records will be located.
12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

Dated the

11th

day of

February

2004

Frank Capital Partners LLC

Alfred C. Frank

(Manual signature of principal officer or duly authorized principal)

Alfred C. Frank

President

(Printed name of principal officer or duly authorized principal)

(Title)

973-887-7698

(Telephone number)

Frank Capital Partners LLC
Transfer Agent File No.: 84-6086

Answer to Item 5.

Frank Capital Partners LLC ("FCP"), the registrant, has ceased all transfer agent functions. FCP registered as a transfer agent to perform services for Frank Value Fund, Inc., a corporation that applied for registration with the Securities and Exchange Commission under the Investment Company Act of 1940. However, Frank Value Fund's registration was never made effective. The officers of Frank Value Fund have decided to terminate the corporation. FCP never performed any transfer agent functions for Frank Value Fund or any other entity and will cease to be a transfer agent.

Answer to Item 10.

Person who has possession of the books and records which registrant maintained in connection with its performance of transfer agent functions for Frank Value Fund, Inc.:
Alfred C. Frank
6 Stacy Court
Parsippany, NJ 07054